

RECORDATION NO. 26580-A FILED

SEP 27 '06

4-05 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 27, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1 and Trust Indenture Supplement No. 2, dated as of September 28, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement, Lease Supplement No. 1 and Lease Supplement No. 2 being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Owner Trustee: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

120 Aluminum Coal Gondola Railcars: DKPX 610001 - DKPX 610120,

and

315 Aluminum BethGon® II Railcars: DKPX 620001 – DKPX 620315.

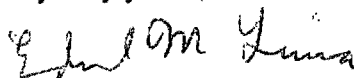
A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1 and Trust Indenture Supplement No. 2.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Ed M Luria", written in a cursive style.

Edward M. Luria

RWA/anm
Enclosures

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST
INDENTURE SUPPLEMENT NO. 1 AND TRUST INDENTURE SUPPLEMENT NO. 2
(Surface Transportation Board)

4-05 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1 AND TRUST INDENTURE SUPPLEMENT NO. 2 ("Memorandum"), dated as of September 28, 2006, is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Equipment"), as indicated pursuant to the terms of that certain Trust Indenture and Security Agreement (DPC Trust 2006-1), that certain Trust Indenture Supplement No. 1 and Trust Indenture Supplement No. 2, each dated September 28, 2006, between the Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (DPC Trust 2006-1), that certain Lease Supplement No. 1 and Lease Supplement No. 2 relating to the Equipment, each dated as of September 28, 2006, between Owner Trustee, as Lessor, and Duke Power Company LLC, as the Lessee.

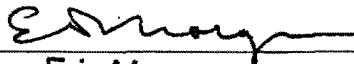
C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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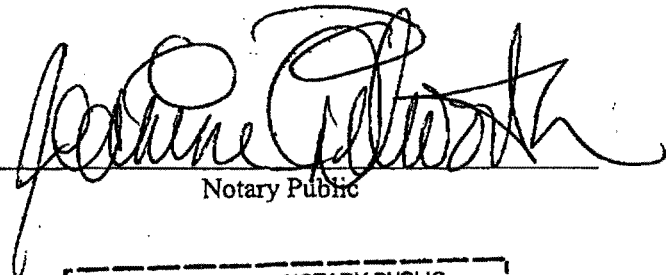
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not individually but solely as Owner
Trustee

By: 
Name: Eric Morgan
Title: Vice President

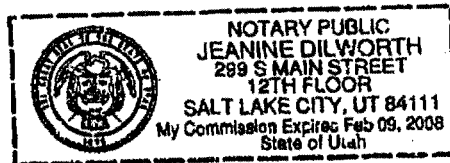
STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of September __, 2006 by Eric Morgan as Vice President of Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee.


Notary Public

My commission expires: _____

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not individually
but solely as Indenture Trustee

By: gcm
Name: J. Christopher Murphy
Title: Financial Services Officer

STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the
~~Financial Services Office~~ Castle this 18th day of September, 2006 by Christopher Murphy, as
_____ of Wilmington Trust Company, not individually but solely as Indenture Trustee.

Bethany J. Taylor
Notary Public

My commission expires: _____

[Notarial Seal]

Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

SCHEDULE 1

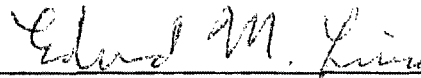
SEPTEMBER 28, 2006 DELIVERY DATE:

<u>Basic Group #</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer (Year)</u>
A	One Hundred and Twenty (120) 122 ton capacity aluminum gondola railcars with non-rotary couplers and 4,402 cubic foot capacity	DKPX 610001 to 610120 (both inclusive)	Trinity North American Freight Car, Inc.
B	Three Hundred and Fifteen (315) 122 ton capacity aluminum "BethGon II" gondola railcars with non-rotary F couplers and 4,520 cubic foot capacity	DKPX 620001 through DKPX 620315 (both inclusive)	FreightCar America, Inc.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 27, 2006


Edward M. Luria